



## **POLICY ON DISCLOSURE OF INSIDE INFORMATION**

### **1. Purpose**

This policy aims to set out guidelines to the directors, officers and all relevant employees of China Fiber Optic Network System Group Ltd. (the “Company”) and its subsidiaries (collectively the “Group”) to ensure Inside Information (as defined below) of the Company is to be disseminated to the public in equal and timely manner in accordance with the applicable laws and regulations. The term “relevant employee” refers to employee of the Group, because of his office or employment, who is likely to be in possession of the unpublished Inside Information (as defined below).

### **2. Definition of Inside Information**

Under the new Part XIVA of the Securities and Future Ordinance, Chapter 571 (the “Part XIVA”) effective from January 1, 2013, inside information (“Inside Information”) is the specific information about the Company, its shareholder or officer or its listed securities or derivatives, which is not generally known to the persons who are accustomed, or would be likely, to deal in the Company’s listed securities but would, if generally known to them, be likely to materially affect the price of the Company’s listed securities.

Examples of Inside Information as shown in the guidelines of the Part XIVA are set out in the attached Appendix but they are not exhaustive.

### **3. Announcement of Inside Information**

- (i) The Company and / or officers must disclose Inside Information to the public as soon as reasonably practicable.
- (ii) The Company’s Board of Directors shall take reasonable precautions for preserving the confidentiality of Inside Information and the relevant announcement (if applicable) before publication.
- (iii) All Inside Information must be treated strictly confidential.
- (iv) Disclosure must be made in a manner that provides the public with an equal, timely and effective access to the information, such as through the electronic publication system operated by The Stock Exchange of Hong Kong Limited.

#### **4. Duty of Officers**

Every director, manager or secretary of, or any other persons involved in the management of the Company must take all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Company.

#### **5. Restriction on Sharing Non-public Information**

Generally, no employee or director may disclose, discuss or share with outside parties (except for communication with the Group's advisers who owe a duty of confidentiality, e.g. lawyers, and other categories of persons as allowed under the Part XIVA) the inside information about the Company that has not been released to the public.

#### **6. Handling of Rumours**

There is no obligation to respond to media speculation, market rumours or analysts' reports. However, where press speculation or market rumours are largely accurate and underlying information constitutes Inside Information, it is likely that matters intended to be kept confidential have been leaked, resulting in the safe harbour (as described below) falling away, and public disclosure is required.

If there are rumours in the public, concern should be addressed to the Board of Directors of the Company for determination as to whether the nature of such rumours falls into the category mentioned above.

#### **7. Unintentional Selective Disclosure**

Director(s) or employee(s) who become aware of any non-public price-sensitive information having been divulged, that may fall into the category of Inside Information, should immediately inform the Company Secretary, who will notify the Chairman or one of the Directors of the Company accordingly. If it is determined that unintentional selective disclosure occurs, the Company will promptly make an announcement to provide full disclosure to the public.

## **8. Exemption and Wavier to the Disclosure of Inside Information**

Disclosure of Inside Information is not required if and so long as the circumstances of the case fall within one of the following safe harbours under the Part XIVA:

- (A) the disclosure is prohibited or restricted by an enactment or a court order;
- (B) the information concerns an incomplete proposal or negotiation (e.g. in the brain-storming stage);
- (C) the information concerned is a trade secret; or

With the exception of safe harbour (A), all other safe harbours will be applicable only if the Company has taken reasonable precautions for preserving the confidentiality of the information and the confidentiality of the information is actually preserved.

## **9. Compliance and Reporting**

Each of the directors, officers and relevant employees of the Group must promptly bring any Inside Information to the attention of the Company Secretary, who will notify the Chairman or one of the Directors of the Company accordingly for taking the appropriate prompt action.

In the event that there is evidence of any material violation of this policy regarding Inside Information, the Board of Directors of the Company will decide, or designate appropriate persons to decide the course of actions for rectifying the problem and avoiding the likelihood of its recurrence.

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## Appendix

**The following items, if being likely to materially affect the price of the Company's listed securities, may be classified as Inside Information:**

- Substantial Litigation / Arbitration;
- Substantial Guarantee;
- Substantial Pledge;
- Upon entering into, amending and terminating material contracts (including loan; assignment of operation, entrusting of operation, assignment of financial management, disposition, lease etc.) or entering into material contracts apart from the abovementioned contents that may materially affect the assets, liabilities, rights and operational results of the Group;
- Material changes in performance, or the expectation of the performance, of the business;
- Material changes in financial condition (e.g. cash flow crisis, credit crunch);
- Material changes in control and control agreements;
- Changes in directors and (if applicable) supervisors;
- Changes in directors' service contracts;
- Changes in auditors or any other information related to the auditors' activity;
- Changes in the share capital (e.g. new share placing, bonus issue, rights issue, share split, share consolidation and capital reduction);
- Issue of debt securities, convertible instruments, options or warrants to acquire or subscribe for securities;
- Takeovers and mergers (the Group will also comply with the Takeovers Codes that include specific disclosure obligations);
- Purchase or disposal of equity interests or other major assets or business operations;
- Formation of a joint venture;
- Restructuring, reorganizations and spin-offs that have an material effect on the corporation's assets, liabilities, financial position or profits and losses;
- Decisions concerning buy-back programmes or transactions in other listed financial instruments;
- Changes to the memorandum and articles (or equivalent constitutional documents);
- Filing of winding up petitions, the issuing of winding up orders or the appointment of provisional receivers or liquidators;
- Material legal disputes and proceedings;
- Revocation or cancellation of substantial credit lines by one or more banks;
- Material changes in value of assets (e.g. advances, loans, debts or other forms of financial assistance);

- Insolvency of relevant major debtors;
- Material reduction of real properties values;
- Physical destruction of substantial uninsured goods;
- Obtain or loss of key new licenses, patents, registered trademarks;
- Decrease or increase in substantial value of major financial instruments in portfolio which include financial assets or liabilities arising from futures contracts, derivatives, warrants, swaps protective hedges, credit default swaps;
- Substantial decrease in value of patents or rights or intangible assets due to market innovation;
- Receiving acquisition bids for relevant major assets;
- Innovation in major products or major processes;
- Material changes in expected earnings or losses;
- Material orders received from customers, their cancellation or important changes;
- Withdrawal from or entry into new core business areas;
- Material changes in the investment policy;
- Material changes in the accounting policy;
- Ex-dividend date, changes in dividend payment date and amount of dividend; changes in dividend policy;
- Pledge of the Company's shares by controlling shareholders (in compliance of Listing Rules); or
- Changes in a matter which was the subject of a previous announcement.